

BARNES MICHAEL W
Form 4
August 31, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNES MICHAEL W

2. Issuer Name and Ticker or Trading Symbol
FOSSIL INC [FOSL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

2280 N. GREENVILLE AVE.

08/28/2009

President and COO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHARDSON, TX 75082

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/28/2009		S	3,000 D	\$ 25.34	144,641	D
Common Stock	08/28/2009		S	4,119 D	\$ 25.35	140,522	D
Common Stock	08/28/2009		S	1,250 D	\$ 25.363	139,272	D
Common Stock	08/28/2009		S	3,619 D	\$ 25.364	135,653	D
Common Stock	08/28/2009		S	1,250 D	\$ 25.38	134,403	D

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Common Stock	08/28/2009	S	4,927	D	\$ 25.4	129,476	D
Common Stock	08/28/2009	S	1,470	D	\$ 25.403	128,006	D
Common Stock	08/28/2009	S	1,454	D	\$ 25.404	126,552	D
Common Stock	08/28/2009	S	1,985	D	\$ 25.408	124,567	D
Common Stock	08/28/2009	S	2,000	D	\$ 25.434	122,567 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 18.41					02/19/2007	02/19/2014	Common Stock	24,000
Stock Appreciation Right	\$ 22.63					02/01/2008	02/01/2015	Common Stock	40,000
Stock Appreciation Right	\$ 31.24					06/01/2008	06/01/2015	Common Stock	36,000
Stock Appreciation Right	\$ 30.71					03/15/2009	03/15/2016	Common Stock	75,000
	\$ 13.65					03/15/2010	03/15/2017		50,000

Stock Appreciation Right					Common Stock	
Stock Options (Right to Buy)	\$ 25.77		03/08/2006	03/08/2015	Common Stock	40,000
Stock Options (Right to Buy)	\$ 11.7133		09/11/2007	02/24/2013	Common Stock	51,000
Stock Options (Right to Buy)	\$ 22.1733		09/11/2007	02/23/2014	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNES MICHAEL W 2280 N. GREENVILLE AVE. RICHARDSON, TX 75082	X		President and COO	

Signatures

/s/ Randy S. Hyne,
Attorney-in-Fact

08/31/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 35,504 shares of restricted stock, 69,360 restricted stock units and 2,009 shares held through a 401(k) plan account as of June 30, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.